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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

-----X	
In re	:
	:
LEHMAN BROTHERS SPECIAL FINANCING INC.,	:
	:
Debtor.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13888 (JMP)

-----X	
In re	:
	:
LEHMAN BROTHERS COMMODITY SERVICES INC.,	:
	:
Debtor.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13885 (JMP)

-----X
In re :
LEHMAN BROTHERS FINANCE SA, :
Debtor. :
-----X

Chapter 11 Case No.
08-13887 (JMP)

In re :
LEHMAN BROTHERS OTC :
DERIVATIVES INC., :
Debtor. :
-----X

Chapter 11 Case No.
08-13893 (JMP)

In re :
LEHMAN BROTHERS :
DERIVATIVE PRODUCTS INC., :
Debtor. :
-----X

Chapter 11 Case No.
08-13899 (JMP)

In re :
LEHMAN COMMERCIAL :
PAPER INC., :
Debtor. :
-----X

Chapter 11 Case No.
08-13900 (JMP)

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS	:	08-13901 (JMP)
COMMERCIAL CORPORATION,	:	
	:	
Debtor.	:	
-----X	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS	:	08-13902 (JMP)
FINANCIAL PRODUCTS INC.,	:	
	:	
Debtor.	:	
-----X	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
FUNDO DE INVESTIMENTO	:	08-13903 (JMP)
MULTIMERCADO CREDITO	:	
PRIVADO NAVIGATOR	:	
INVESTIMENTO NO EXTERIOR,	:	
Debtor.	:	
-----X	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN SCOTTISH	:	08-13904 (JMP)
FINANCE L.P.,	:	
	:	
Debtor.	:	
-----X	:	

-----X	
In re	:
CES AVIATION LLC,	:
	:
Debtor.	:
-----X	
In re	:
CES AVIATION V LLC	:
	:
Debtor.	:
-----X	
In re	:
CES AVIATION IX LLC	:
	:
Debtor.	:
-----X	
In re	:
EAST DOVER LIMITED	:
	:
Debtor.	:
-----X	

**MOTION FOR ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY
CODE DIRECTING THAT CERTAIN ORDERS AND OTHER
PLEADINGS ENTERED OR FILED IN THE CHAPTER 11 CASES OF
AFFILIATED DEBTORS BE MADE APPLICABLE TO RECENTLY FILED CASES**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”), file this Motion and respectfully represent:

Background

1. Beginning on September 15, 2008 and thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA (the “SIPC Trustee”) is administering LBI’s estate.

Lehman's Business

4. Prior to the events leading up to these Chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets by serving the financial needs of corporations, governmental units, institutional clients, and individuals worldwide. Its headquarters in New York and regional headquarters in London and Tokyo are complemented by a network of offices in North America, Europe, the Middle East, Latin America, and the Asia Pacific region.

5. Additional information regarding the Debtors' businesses, capital structure, and the circumstances leading to these chapter 11 cases is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2] (the "First-Day Affidavit").

Jurisdiction

6. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

7. By this Motion, the Debtors request a determination that, pursuant to section 105(a) of the Bankruptcy Code, certain orders and other pleadings entered or filed in the LBHI *et al.* chapter 11 cases (Case No. 08-13555 (JMP)), up to and including October 16, 2008, be made applicable to the recently filed chapter 11 cases of Lehman Brothers Derivative Products Inc. (Case No. 08-13899 (JMP)), Lehman Commercial Paper Inc. (Case No. 08-13900 (JMP)), Lehman Brothers Commercial Corporation (Case No. 08-13901 (JMP)), Lehman Brothers

Financial Products Inc. (Case No. 08-13902 (JMP)), Fundo de Investimento Multimercado Credito Privado Navigator Investimento No Exterior (Case No. 08-13903 (JMP)), Lehman Scottish Finance L.P. (Case No. 08-13904 (JMP)), CES Aviation LLC (Case No. 08-13905 (JMP)), CES Aviation V LLC (Case No. 08-13906 (JMP)), CES Aviation IX LLC (Case No. 08-13907 (JMP)), East Dover Limited (Case No. 08-13908 (JMP)), Lehman Brothers Commodity Services Inc. (Case No. 08-13885 (JMP)), Lehman Brothers Finance SA (Case No. 08-13887 (JMP)), Lehman Brothers Special Financing Inc. (Case No. 08-13888 (JMP)), and Lehman Brothers OTC Derivatives Inc. (Case No. 08-13893(JMP)) (the “New Debtors”) on the terms set forth below.

**Application of Certain Orders and Other
Pleadings Entered or Filed in the LBHI *et al.* Cases**

8. The Debtors seek application of the relief granted in certain orders entered by the Court in an effort to eliminate the filing of duplicative applications and motions and, therefore, reduce the burdens on this Court and on parties in interest. This Motion seeks to have applied to the New Debtors the First Day Affidavit and all orders previously entered in the jointly cases jointly administered under Case No. 08-13555 (JMP) (the “Preexisting Orders”). In other words, the New Debtors seek application of the Preexisting Orders as if the New Debtors were Debtors defined within each such order, with the limited exception that such previously entered orders be effective as to the New Debtors as of their Commencement Dates, set forth above.

9. The following is the list of the Preexisting Orders that the Debtors seek to have apply in the cases of the New Debtors. The relief set forth in each of such orders is necessary for the New Debtors to experience a smooth transition into chapter 11 with a minimum of delay, cost, and expense for the benefit of all parties in interest:

Orders entered in the Chapter 11 Cases to apply to the New Debtors:

- (1) Order Enforcing the Protections of Section 362 of the Bankruptcy Code [Docket No. 48]
- (2) Order Extending the Time to Comply with the Requirements of Local Bankruptcy Rule 1007-2(a) and 1007-2(b) [Docket No. 49]
- (3) Order (i) Authorizing the Employment of Epiq Bankruptcy Solutions, LLC as Claims and Noticing Agent for the Debtor and (ii) Appointing Epiq Bankruptcy Solutions, LLC as Agent of the Bankruptcy Court [Docket No. 50]
- (4) Order (i) Extending the Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs; and (ii) Waiving of the Requirements to File the Equity List and Provide Notice to Equity Security Holders Through and Including November 14, 2008 [Docket No. 52]
- (5) Order Waiving the Requirement to File a List of Creditors; and (ii) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtor's Chapter 11 Case [Docket No. 53]
- (6) Order Directing Joint Administration for Case Number 08-13555 (Lehman Brothers Holdings Inc.) and Case Number 08-13600 (LB 745 LLC) [Docket No. 86]
- (7) Order Implementing Certain Notice and Case Management Procedures [Docket No. 285]
- (8) Order Extending the Stay Under Section 366 of the Bankruptcy Code Through October 16 [Docket No. 420]
- (9) Order Establishing Procedures for the Assumption and Assignment or Rejection of Executory Contracts and Unexpired Leases of Personal and Non-Residential Real Property and Abandonment of Related Personal Property [Docket No. 628]
- (10) Interim Order (A) (i) Authorizing Debtor to Continue its Workers Compensation Programs and its Liability, Product, Property, and Other Insurance Programs, (ii) Authorizing Debtor to Pay all Prepetition Obligations in Respect Thereof, (B) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations, and (C) Scheduling a Final Hearing [Docket No. 649]

Other pleadings to apply to the New Debtors:

- (1) Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications [Docket No. 2]

**The Court has the Authority
To Grant the Relief Requested Herein**

10. Section 105(a) of the Bankruptcy Code provides, in relevant part: “The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets. *See, e.g., In re Chinichian*, 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”); *Bird v. Crown Convenience (In re NAFX, Inc.)*, 864 F.2d 588, 590 (8th Cir. 1988) (“The overriding consideration in bankruptcy . . . is that equitable principles govern”); *In re Cooper Properties Liquidating Trust, Inc.*, 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) (“[T]he Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.”).

11. The entry of an order directing that the Preexisting Orders and other pleadings be made applicable to the New Debtors will obviate the need for duplicative notices, motions, applications, affidavits, and orders to be filed in this case. The Debtors simply seek to save time and expense for their estates and to reduce the burden on the Court and parties in interest by proceeding in this manner. The New Debtors require the protections and authorizations that are set forth in the Preexisting Orders to enter chapter 11 in an orderly manner and to maintain their

ability to reorganize successfully. The Preexisting Orders deal with many of the first day matters with which most debtors (especially large debtors) must deal, such as joint administration of the cases, extensions of time to file schedules, and other procedural matters.

12. If the New Debtors had commenced their chapter 11 cases at the same time as the Debtors, they would have been movants and affiants with respect to all the Preexisting Orders. By proceeding in the manner set forth in this Motion, the Debtors seek to recognize that fact and streamline the motion practice for requesting such relief, while at the same time providing the same requisite facts and justification for such relief as if the New Debtors were filing said motions and the First Day Affidavit.

13. The Debtors believe that the relief requested herein is appropriate to carry out the provisions of the Bankruptcy Code. Similar procedures have been authorized in other complex chapter 11 cases. *In re Delphi Corporation, et al.*, Case No. 05-44481 (RDD); *In re Enron Corp., et al.*, Case No. 01-16034 (AJG) (Bankr. S.D.N.Y.); *In re Genesis Health Ventures, Inc., et al.*, Case No. 00-2692 (JHW) (Bankr. D. Del. 2000); *In re Sun Healthcare Group, Inc., et al.*, Case No. 99-3657 (MFW). Indeed, this Court previously entered similar orders in these chapter 11 cases. *See* Order Directing that Certain Orders in the Chapter 11 Case Lehman Brothers Holdings Inc. Be Made Applicable to LB 745 LLC, dated September 17, 2008 [Docket No. 86]; Order Directing that Certain Orders in the Chapter 11 Case Lehman Brothers Holdings Inc. *et al.* Be Made Applicable to PAMI Statler Arms LLC, dated October 3, 2008 [Docket No. 4].

The Relief Requested is Appropriate

14. Based upon the foregoing, the Debtors submit that the relief requested herein is essential, appropriate, and in the best interest of the Debtors' estates and creditors, and therefore, should be granted in these chapter 11 cases.

Notice

16. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

17. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: October 11, 2008
New York, New York

/s/ Shai Y. Waisman

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS SPECIAL : **08-13888 (JMP)**
FINANCING INC., :
:
Debtor. :
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS COMMODITY : **08-13885 (JMP)**
SERVICES INC., :
:
Debtor. :
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS FINANCE SA, : **08-13887 (JMP)**
:
Debtor. :
:
-----X

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS OTC	:	08-13893 (JMP)
DERIVATIVES INC.,	:	
	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS	:	08-13899 (JMP)
DERIVATIVE PRODUCTS INC.,	:	
	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN COMMERCIAL	:	08-13900 (JMP)
PAPER INC.,	:	
	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS	:	08-13901 (JMP)
COMMERCIAL CORPORATION,	:	
	:	
Debtor.	:	
-----X	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS	:	08-13902 (JMP)
FINANCIAL PRODUCTS INC.,	:	
	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
FUNDO DE INVESTIMENTO	:	08-13903 (JMP)
MULTIMERCADO CREDITO	:	
PRIVADO NAVIGATOR	:	
INVESTIMENTO NO EXTERIOR,	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN SCOTTISH	:	08-13904 (JMP)
FINANCE L.P.,	:	
	:	
Debtor.	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
CES AVIATION LLC,	:	08-13905 (JMP)
	:	
Debtor.	:	
-----X	:	

-----X
In re : Chapter 11 Case No.
CES AVIATION V LLC : 08-13906 (JMP)
Debtor. :
-----X

In re : Chapter 11 Case No.
CES AVIATION IX LLC : 08-13907 (JMP)
Debtor. :
-----X

In re : Chapter 11 Case No.
EAST DOVER LIMITED : 08-13908 (JMP)
Debtor. :
-----X

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE
DIRECTING THAT CERTAIN ORDERS AND OTHER PLEADINGS
ENTERED OR FILED IN THE CHAPTER 11 CASES OF
AFFILIATED DEBTORS BE MADE APPLICABLE TO RECENTLY FILED CASES**

Upon the motion, dated October 11, 2008 (the "Motion"), jointly filed by the above referenced debtors, as debtors in possession, seeking application of certain orders and other pleadings entered or filed in these chapter 11 cases [Case No. 08-13555] be made applicable to Lehman Brothers Derivative Products Inc. (Case No. 08-13899 (JMP)), Lehman Commercial Paper Inc. (Case No. 08-13900 (JMP)), Lehman Brothers Commercial Corporation (Case No. 08-13901 (JMP)), Lehman Brothers Financial Products Inc. (Case No. 08-13902 (JMP)), Fundo

de Investimento Multimercado Credito Privado Navigator Investimento No Exterior (Case No. 08-13903 (JMP)), Lehman Scottish Finance L.P. (Case No. 08-13904 (JMP)), CES Aviation LLC (Case No. 08-13905 (JMP)), CES Aviation V LLC (Case No. 08-13906 (JMP)), CES Aviation IX LLC (Case No. 08-13907 (JMP)), East Dover Limited (Case No. 08-13908 (JMP)), Lehman Brothers Commodity Services Inc. (Case No. 08-13885 (JMP)), Lehman Brothers Finance SA (Case No. 08-13887 (JMP)), Lehman Brothers Special Financing Inc. (Case No. 08-13888 (JMP)), and Lehman Brothers OTC Derivatives Inc. (Case No. 08-13893(JMP)) (the “New Debtors”) all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the order entered September 22, 2008 governing case management and administrative procedures [Docket No. 285] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the attorneys for the Debtors’ postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; and (vii) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing and all of the proceedings had before the Court; the Court finds and determines, after due

deliberation, that the relief sought in the Motion is in the best interests of the Debtors, their estates, and all parties in interest therein and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the following orders in the jointly administered chapter 11 cases (Case No. 08-13555 (JMP)) are hereby made applicable to the New Debtors, effective as of entry of this order, as if the New Debtors were debtors referred to in said orders:

- (1) Order Enforcing the Protections of Section 362 of the Bankruptcy Code [Docket No. 48]
- (2) Order Extending the Time to Comply with the Requirements of Local Bankruptcy Rule 1007-2(a) and 1007-2(b) [Docket No. 49]
- (3) Order (i) Authorizing the Employment of Epiq Bankruptcy Solutions, LLC as Claims and Noticing Agent for the Debtor and (ii) Appointing Epiq Bankruptcy Solutions, LLC as Agent of the Bankruptcy Court [Docket No. 50]
- (4) Order (i) Extending the Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs; and (ii) Waiving of the Requirements to File the Equity List and Provide Notice to Equity Security Holders Through and Including November 14, 2008 [Docket No. 52]
- (5) Order Waiving the Requirement to File a List of Creditors; and (ii) Approving the Form and Manner of Notifying Creditors of the Commencement of the Debtor's Chapter 11 Case [Docket No. 53]
- (6) Order Directing Joint Administration for Case Number 08-13555 (Lehman Brothers Holdings Inc.) and Case Number 08-13600 (LB 745 LLC) [Docket No. 86]
- (7) Order Implementing Certain Notice and Case Management Procedures [Docket No. 285]
- (8) Order Extending the Stay Under Section 366 of the Bankruptcy Code Through October 16 [Docket No. 420]

- (9) Order Establishing Procedures for the Assumption and Assignment or Rejection of Executory Contracts and Unexpired Leases of Personal and Non-Residential Real Property and Abandonment of Related Personal Property [Docket No. 628]
- (10) Interim Order (A) (i) Authorizing Debtor to Continue its Workers Compensation Programs and its Liability, Product, Property, and Other Insurance Programs, (ii) Authorizing Debtor to Pay all Prepetition Obligations in Respect Thereof, (B) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations, and (C) Scheduling a Final Hearing [Docket No. 649]

; and it is further

ORDERED that the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications [Docket No. 2], is hereby made applicable to the New Debtors as if the New debtors were Debtors referred to in said affidavit; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October [], 2008
New York, New York

UNITED STATES BANKRUPTCY JUDGE